

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR DISTRICT OF DELAWARE**

In re:

WINC, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**DECLARATION OF JOHN PITTMAN IN SUPPORT OF APPLICATION
FOR AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
ARENTFOX SCHIFF LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS NUNC PRO TUNC TO DECEMBER 15, 2022**

John Pittman, hereby declares under penalty of perjury:

1. I am Program Management Advisor, Strategic Revenue Programs at FedEx Corporate Services, Inc., chair of the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc. and its debtor affiliates (collectively, the “Debtors”). Accordingly, I am in all respects competent to make this declaration in support of the *Application for an Order Authorizing the Employment and Retention of ArentFox Schiff LLP as Counsel for the Committee, Nunc Pro Tunc to December 15, 2022* (the “Application”).²

2. I submit this declaration (the “Pittman Declaration”) in support of the Application, pursuant to Section D.2. of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013, issued by the Executive Office of the United States Trustee (the “U.S. Trustee Guidelines”). Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Application.

information gathered from my review of relevant documents and information supplied to me by ArentFox Schiff.

3. I am informed by ArentFox Schiff that the U.S. Trustee Guidelines request that any application for employment of an attorney under 11 U.S.C. §§ 327 or 1103 be accompanied by a verified statement from the client that addresses the following:

- a) The identity and position of the person making the verification. The person ordinarily should be a general counsel or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.
- b) The steps taken by the client to ensure that the applicant's billing rates and material terms for the engagement are comparable to the applicant's billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- c) The number of firms the client interviewed.
- d) If the billing rates are not comparable to the applicant's billing rates for other nonbankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- e) The procedures the client has established to supervise the applicant's fees and expenses and to manage costs. If the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in nonbankruptcy cases to supervise outside counsel, explain how and why. In addition, describe any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

Identity of Declarant

4. On November 30, 2022 (the "Petition Date"), the Debtors filed petitions with this Court under chapter 11 of the Bankruptcy Code. On December 12, 2022, the Office of the United States Trustee for Region 3 appointed the Committee, consisting of the following members: (i) FedEx Corporate Services, Inc.; (ii) Frederic Chaudiere Famille Chaudiere (SARL); and (iii) Ranch Canada de los Pinos. As a member and chairperson of the Committee, on behalf of FedEx Corporate Services, Inc., I was directly involved in the Committee's decision to retain ArentFox Schiff as the Committee's counsel in these Chapter 11 Cases, and

actively participated in negotiating the terms of ArentFox Schiff's employment together with the other members of the Committee.

Steps Taken to Ensure Comparability of Engagement Terms

5. I have confirmed with ArentFox Schiff that, while its billing rates vary from attorney to attorney based on such factors as the attorney's seniority and position with the firm (e.g., partner, associate), years of experience, and the demand for services in the attorney's particular area of expertise, its billing rates do not vary as a function of whether the services performed relate to a bankruptcy engagement or a nonbankruptcy engagement.

6. The Committee has been informed that ArentFox Schiff endeavors to set the hourly rates for their attorneys and paraprofessionals at levels competitive to those charged by firms they compete with.

The Committee's Selection of Counsel

7. On December 15, 2022, the Committee interviewed multiple law firms to represent the Committee as counsel in these Chapter 11 Cases. During each interview, the Committee sought information with respect to each of the firms' bankruptcy and non-bankruptcy billing practices, hourly rates and experience.

8. After interviewing each of these firms, the Committee determined ArentFox Schiff to be uniquely qualified to represent the Committee. ArentFox Schiff has a long history of representing official committees in chapter 11 proceedings, and has particular expertise with respect to committee representations. Therefore, on the basis of ArentFox Schiff's broad-based, deep and directly applicable skill set, the Committee has decided to retain ArentFox Schiff as its counsel.

9. The Committee arrived at this decision to enable it to faithfully execute its duties on behalf of the Debtors' unsecured creditors. As a result of the size and complexity of these cases, and the numerous matters which require immediate attention, the Committee determined that employing and retaining ArentFox Schiff was the most prudent option.

Other Circumstances Warranting Retention of ArentFox Schiff

10. The Committee selected ArentFox Schiff as counsel because of the firm's extensive experience and knowledge in the fields of creditors' rights, business reorganizations, restructurings, and liquidations under chapter 11 of the Bankruptcy Code. From the presentations made to the Committee by the law firms, the Committee believes ArentFox Schiff is best-suited for the scope of services retained.

11. Prior to selecting ArentFox Schiff as counsel, the Committee discussed the hourly billing rates of the other firms interviewed and compared them to ArentFox Schiff's rates. In addition, the Committee confirmed that (i) the ArentFox Schiff attorneys staffed to this engagement will not be charging a premium or in any way increasing their hourly rates over the fees charged to non-bankruptcy clients and (ii) the material terms for the engagement are comparable to terms of other comparably skilled professionals who the Committee interviewed. In connection with the interviews, the Committee evaluated the breadth of the firms' experience and areas of expertise, the firms' prior history of representing committees, debtors, creditors and other interested parties in chapter 11 cases and the anticipated attorney's fees to be billed in connection with these cases.

Cost Supervision

12. The Committee recognizes its responsibility to monitor the billing practices of its counsel to ensure that the fees and expenses paid by the estate remain consistent with the

Committee's expectations and the exigencies of these Chapter 11 Cases. ArentFox Schiff advises that it expects to develop, and the Committee intends to review a prospective budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, as to which the Committee is advised, ArentFox Schiff reserves all rights. In addition, the Committee will review the monthly fee applications that ArentFox Schiff regularly submits. ArentFox Schiff's fees and expenses will be subject to periodic review on a monthly, interim, and final basis during the course of these Chapter 11 Cases by the Committee, the U.S. Trustee and the Debtors. Whenever possible, routine matters will be delegated to local counsel.

13. Based on the foregoing, I am of the opinion that it is necessary to employ ArentFox Schiff and that such employment is in the best interest of the Debtors' estates.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed this 13th day of January, 2023, at Memphis, Tennessee.

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF WINC, INC., *et al.***

By: /s/ John Pittman
Committee Chair

John Pittman, Program Management Advisor,
Strategic Revenue Programs at FedEx Corporate
Services, Inc.